FORM-D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSIONS

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES OF PURSUANT TO REGULATION

SECTION 4(6), AND/OR VUNIFORM LIMITED OFFERING EXEMP

OMB APPROVAL

OMB Number: 3235-0076

Expires: April 30, 2008

Estimated average burden hours

per response, 16.00

386114



Name of Offering ([ ]check if this is an amendment and name has changed, and indicate change.)

Grupo Agapov Corp.

Filing Under (Check box(es) that apply):	[] Rule 504	[] Rule 505	[X] Rule 506	[] Section 4(6)	[]ULOE
		1		<u> </u>	

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([]check if this is an amendment and name has changed, and indicate change.)

## Grupo Agapov Corp.

Address of Executive Offices (Number and Street, City, State, Zip Code)  Avenida Francisco de Miranda, Torre Dozsa, Piso 6, Caracas, Venezuela	Telephone Number (Including Area Code)
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	PROCESSED
Distribution of Distribution	

**Brief Description of Business** 

## **Gold mining**

NOV 0 6 2006

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Type of Business Organization				THOMSON	
[X] corporation	[] limited partnership, alread	dy formed [] other (please specify): limited liability.c			
] business trust	[] limited partnership, to be	formed			
<u> </u>	_!	Month	Year		
Actual or Estimated Date of Inc	orporation or Organization:	[ 09]	[01]	[X] Actual [] Estimated	
Jurisdiction of Incorporation or C CN for Canada; FN for other for	Organization: (Enter two-letter reign jurisdiction) [F] [N]	U.S. Postal	Service abbr	eviation for State:	

## **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### state:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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	A. BASIC IDENTIFICATION DATA	<u> </u>
<ol><li>Enter the information requested:</li><li>Each promoter of the items</li></ol>	ted for the following: ssuer, if the issuer has been organized within the past five	e years;
<ul> <li>Each beneficial owner equity securities of the</li> </ul>	having the power to vote or dispose, or direct the vote or dissuer;	disposition of, 10% or more of a class o
Each executiv partnership issuers; ar	e officer and director of corporate issuers and of corporate d	e general and managing partners of
· Each general	and managing partner of partnership issuers.	'
Check Box(es) that Apply:	[ ] Promoter [X]Beneficial Owner [X]Executive Office	er[X]Director [] General Partner and/ Managing Member
Full Name (Last name first, if i	dividual)	1
Vladimir Agapov		
	s (Number and Street, City, State, Zip Code)	
Avenida Francisco de Miran	la, Torre Dozsa, Piso 6, Caracas, Venezuela	1
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner [X] Executive Office	er[X] Director [] General and/or Managing Member
Full Name (Last name first, if i	dividual)	
Jose Manuel Rodriguez		
<u> </u>	s (Number and Street, City, State, Zip Code)	
Same as above	( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( (	<b>.</b>
	11 December 11 Deposition Owner (VIEvenutive Office	er[X]Director [] General and/or
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner [X] Executive Office	Managing Member
Full Name (Last name first, if i	dividual)	
Alessandro Scala Ruta		
Business or Residence Addres	s (Number and Street, City, State, Zip Code)	
Same as above		•
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner [ ] Executive Office	er[] Director [] General and/or Managing Partner
Full Name (Last name first, if i	dividual)	
Business or Residence Addres	s (Number and Street, City, State, Zip Code)	•
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] Executive Office	er[] Director General and/or Managing Partner
Full Name (Last name first, if i	dividual)	
Business or Residence Addres	s (Number and Street, City, State, Zip Code)	1
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] Executive Office	er[] Director []Managing Member
Full Name (Last name first, if i		1 1

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Business or Residence Address (Number and Street, City, State, Zip Code)

### **B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2,if filing under ULOE.	Yes []	No [X]
2. What is the minimum investment that will be accepted from any individual?	No mii	nimum
3. Does the offering permit joint ownership of a single unit?	Yes []	No [X]
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Checl	k "All Sta	ites" or c	heck ind	lividual S	states)						· · · · · ·	,	[] All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	·
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	. [OR]	[PA]	•
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

Full Name (Last name first, if individual)

Canaccord Adams Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

P.O. Box 10337 Pacific Centre

2200 - 609 Granville Street

Vancouver, British Columbia V7Y 1H2\*

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

	k "All Sta		heck ind	lividual S	tates)							[] All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Checl	(Check "All States" or check individual States)											[] All States	
[ÁL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	<b>[</b> VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

<sup>\*</sup> Offering conducted outside the U.S. pursuant to Regulation S

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	F PROCEE	DS	
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	35,000,000	)	
Type of Security:	Aggrega Offering P		Amount Already Sold
	\$		<b></b>
Equity		-	
[X] Common [] Preferred	\$ <u>35,000,0</u>	<u>00</u>	<u>35,000,000</u>
Convertible Securities (including warrants)	\$	(	\$
Limited Partnership Interests	\$		<b>5</b>
Other (Specify:)	\$	(	\$
Total	\$ 35,000,0	00	\$ <u>35,000,000</u>
Answer also in Appendix, Column 3, if filing under ULOE.		•	
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		<u>-</u>	
	Numb Investor	1 00 0	
Accredited Investors	3		\$ 3,300,000
Non-Accredited Investors	I		\$
Total (for filings under Rule 504 only)	0		\$
Answer also in Appendix, Column 4, if filing under ULOE.			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.			
Type of offering	Type of Se	curity	Dollar Amount Sold
Rule 505			_ \$
Regulation A			_  \$
Rule 504			_ \$
Total		· .	]\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees		I	\$
Printing and Engraving Costs			\$
Legal Fees			\$ <u>50,000</u>
Accounting Fees			\$ 50,000.
Engineering Fees			\$ <u>50,000,</u>
Sales Commissions (specify finders' fees separately)		• •	\$ <u>2,100,000</u>
Other Expenses (identify) Filing fees		[]	\$

Title of Signer (Print or Type)	1			
Hams		13/2006		
Signature	Date			
be signed by the undersigned duly authorized point undertaking by the issuer to furnish to the U.S	Securities and E	Exchange Commission		
D FEDERAL SIGNATURE	<u> </u>			
otals added)	[X] 32,750,000			
		[]\$		
ment		[]\$		
	,	[X] \$ 12,400,000		
nange for the assets or securities of another		[X] \$ <u>17,250,000</u>		
	[]\$	[]\$		
		[]\$		
	i	[]\$		
,	[]\$	[]\$		
	Officers, Directors, &	Payments To Others		
oses shown. If the amount for any purpose is the box to the left of the estimate. The total of sted gross proceeds to the issuer set forth in		,		
tart C - Question 4.a. This unference is the adj				
		\$ 32,750,000		
;		:		
/				
	Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer used or loses shown. If the amount for any purpose is keep the box to the left of the estimate. The total of sted gross proceeds to the issuer set forth in buildings and facilities	payments to the left of the estimate. The total of sted gross proceeds to the issuer set forth in sted gross proceeds to the issuer set forth in Payments to Officers, Directors, & Affiliates   1 \$		

## **E. STATE SIGNATURE**

Issuer (Print or Type)	Signature	Date
Grupo Agapov Corp.	ham	10/13/2006
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Vladimir Agapov	CEO and Director	V

*Instruction:* Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed

1		<u>,</u> 2	3	<u></u>		4	<del></del>	5	
,	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Tyj amoui	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No	LIMITED PARTNERSHIP INTERESTS	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL			-						1
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AZ								<del></del> -	
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# APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	LIMITED PARTNERSHIP INTERESTS	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
мт								-	
NE	· · · · · · · · · · · · · · · · · · ·								
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VA		-					·		
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WY							· ·		1
PR						-		<u> </u>	